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RECORDATION NO. 20650 FILED

APR 22 '97

1-49PM

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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April 22, 1997

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a **Memorandum of Lease Agreement**, a primary document, dated as of April 22, 1997. We request that this document be recorded under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

?
General Electric Credit Corporation
Four Northpark Drive
Hunt Valley, MD 21030

Lessee:

Southdown, Inc.
1200 Smith Street
Houston, TX 77002

A description of the equipment covered by the Memorandum of Lease Agreement consists of 54 110-ton covered hopper cars numbered SDWX 9751, 9755, 9798, 9804-9816,

Counterpart - [Signature]

BALL JANIK LLP

Honorable Vernon A. Williams

April 22, 1997

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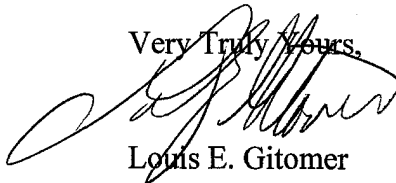
inclusive, 9821, 9834-9847, inclusive, 9849, 9852, 9853, 9858, 9860-9865, inclusive, 9867-9875, inclusive, 9877, 9878, 9886, and 9887.

A fee of \$24.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Credit Corporation, Four Northpark Drive, Hunt Valley, MD 21030, and Southdown, Inc., 1200 Smith Street, Houston, TX 77002 covering 54 110-ton covered hopper cars numbered SDWX 9751, 9755, 9798, 9804-9816, inclusive, 9821, 9834-9847, inclusive, 9849, 9852, 9853, 9858, 9860-9865, inclusive, 9867-9875, inclusive, 9877, 9878, 9886, and 9887.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO 20650 FILED

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EXECUTION COPY

MEMORANDUM OF LEASE AGREEMENT

dated as of April 22, 1997

between

**SOUTHDOWN, INC.
as Lessee,**

and

**GENERAL ELECTRIC CAPITAL CORPORATION
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on April __, 1997 at __:__.m.**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 22, 1997, by and between GENERAL ELECTRIC CAPITAL CORPORATION, an New York corporation ("Lessor"), and SOUTHDOWN, INC., a Louisiana corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, Fifty Four (54) new Thrall Car Inc. 3250 cubic foot, 110 ton covered hopper cars bearing the following reporting marks:

Serial Numbers:

<u>RUNNING NO./SN</u>	<u>LIGHT WEIGHT</u>	<u>LOAD LIMIT</u>
SDWX 9805	58800	227200
SDWX 9807	58700	227300
SDWX 9839	58800	227200
SDWX 9841	58600	227400
SDWX 9842	58800	227200
SDWX 9844	58700	227300
SDWX 9845	58700	227300
SDWX 9847	58500	227500
SDWX 9849	58800	227200
SDWX 9858	58600	227400
SDWX 9863	58600	227400
SDWX 9821	58900	227100
SDWX 9835	58600	227400
SDWX 9836	58800	227200
SDWX 9837	59000	227000
SDWX 9840	58800	227200
SDWX 9843	58600	227400
SDWX 9860	58800	227200
SDWX 9861	58800	227200
SDWX 9862	58700	227300
SDWX 9751	58900	227100
SDWX 9755	58800	227200
SDWX 9806	58800	227200
SDWX 9808	58700	227300
SDWX 9809	58800	227200
SDWX 9810	58700	227300
SDWX 9811	59000	227000
SDWX 9812	59000	227000
SDWX 9813	58600	227400
SDWX 9815	58800	227200
SDWX 9816	58600	227400
SDWX 9846	58400	227600
SDWX 9864	58900	227100
SDWX 9868	58900	227100
SDWX 9798	58700	227300
SDWX 9804	58800	227200
SDWX 9814	58700	227300
SDWX 9834	58700	227300
SDWX 9852	58600	227400
SDWX 9865	58600	227400
SDWX 9867	58600	227400
SDWX 9874	58600	227400

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Serial Numbers continued:

<u>RUNNING NO./SN</u>	<u>LIGHT WEIGHT</u>	<u>LOAD LIMIT</u>
SDWX 9878	58500	227500
SDWX 9838	58800	227200
SDWX 9853	58600	227400
SDWX 9869	58700	227300
SDWX 9870	58700	227300
SDWX 9872	58600	227400
SDWX 9873	58500	227500
SDWX 9875	58800	227200
SDWX 9877	58700	227300
SDWX 9886	58500	227500
SDWX 9887	58800	227200

All of such railcars are more fully described in that certain Master Lease Agreement, dated as of September 9, 1992, and Equipment Schedule Number G-2 thereto and incorporating the terms thereof, dated as of April 22, 1997 (together with all of the addenda, annexes, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

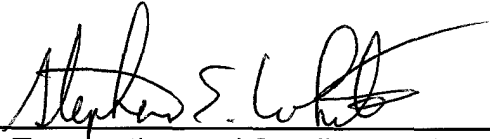
2. The Lease shall be effective as of the date hereof and shall be subject to the Basic Term (as such capitalized term is defined in the Lease), and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GENERAL ELECTRIC CAPITAL CORPORATION

By: 
Title: Transaction and Syndication Senior Manager

SOUTHDOWN, INC.

X By: 
Title: Assistant Treasurer

[EXECUTION PAGE]

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this the 18th day of April, 1997 before me appeared Stephen E. White, the person who signed this instrument, who acknowledged that (s)he is the Transaction and Syndication Senior Manager of GENERAL ELECTRIC CAPITAL CORPORATION and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

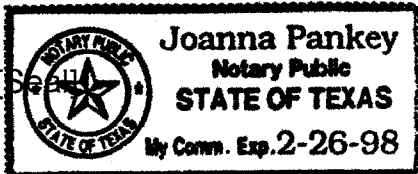
Tracy E. Pegram
Notary Public

My commission expires:

8-20-98

STATE OF TEXAS)
) ss.
COUNTY OF Harris)

X On this the 21st day of April, 1997 before me appeared L. Craig Carleton the person who signed this instrument, who acknowledged that (s)he is the Assistant Treasurer of SOUTHDOWN, INC. and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation.



My commission expires:

2-26-98

Joanna Pankey
Notary Public